

10 / 11 1975 -2 20 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF SUBSTITUTED NUMBERS

RELATING

TO

CONDITIONAL SALE AGREEMENT

Dated as of March 1, 1971

AMONG

GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION),

UNITED STATES TRUST COMPANY OF NEW YORK,  
as Trustee,

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

AND ALSO

LEASE OF RAILROAD EQUIPMENT

DATED AS OF MARCH 1, 1971

by and between

UNITED STATES TRUST COMPANY OF NEW YORK,  
as Trustee,

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Dated as of September 23, 1975

STATEMENT OF SUBSTITUTED NUMBERS, dated as of  
September 23, 1975.

WHEREAS, pursuant to a Conditional Sale Agreement dated as of March 1, 1971 (hereinafter called the Conditional Sale Agreement), among GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION) (hereinafter called Manufacturer), UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee, and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called Railroad), the Trustee purchased certain railroad equipment (hereinafter called the Equipment) from Manufacturer, the full legal title thereto remaining vested in Manufacturer; and

WHEREAS, on March 16, 1971, the Conditional Sale Agreement was recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act and assigned Recordation No. 6077; and

WHEREAS, pursuant to an Agreement and Assignment dated as of March 1, 1971 (hereinafter called the Assignment), between Manufacturer and MELLON NATIONAL BANK AND TRUST COMPANY, as Agent (hereinafter called the Agent), all the right, title and interest of Manufacturer in and to the Equipment and in and to the Conditional Sale Agreement, and the rights, powers, privileges and remedies of Manufacturer thereunder were assigned, transferred

and set over to the Agent, as Agent for certain lenders; and

WHEREAS, on April 12, 1971, the Agreement and Assignment was recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act and assigned Recordation No. 6077-C; and

WHEREAS, pursuant to Lease of Railroad Equipment, dated as of March 1, 1971, as amended by an Amendment Agreement dated as of March 1, 1971, by and between UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the Lessor) and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, as Lessee, The Kansas City Southern Railway Company leased certain railroad equipment (hereinafter called the Equipment) from the Lessor; and

WHEREAS, said Lease of Railroad Equipment and the Amendment Agreement, dated as of March 1, 1971, were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 16, 1971, and March 30, 1971, respectively, and assigned Recordation Nos. 6077-A and 6077-B, respectively; and

WHEREAS, The Kansas City Southern Railway Company, pursuant to Article 9 of the Conditional Sale Agreement and Article 4 of the Lease, desires to change the numbers of certain units of Equipment.

NOW, THEREFORE, WITNESSETH:

The Kansas City Southern Railway Company hereby changes the numbers of such units of equipment in accordance with the statement of new numbers to be substituted therefor as follows:

STATEMENT OF NEW NUMBERS

<u>Original Numbers</u>	<u>New Numbers</u>
1518	4338
1519	4339
1520	4340
1521	4341
1522	4342
1523	4343
1524	4344
1525	4345
1526	4346
1527	4347
1528	4348
1529	4349
1530	4350
1531	4351

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By

Wm. F. McElan

Vice President

ATTEST:

Gradden A. Collins

Assistant Secretary

STATE OF MISSOURI    ]  
                              ] ss.  
COUNTY OF JACKSON    ]

On this 23<sup>rd</sup> day of September, 1975, before me personally appeared M. F. McCLAIN, to me personally known who, being by me duly sworn, says that he is a Vice President of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

E. K. Gillman

Notary Public

My commission expires:

November 30, 1977